

**FCC License**  
**Assignment and Assumption**

FOR GOOD AND VALUABLE CONSIDERATION, the receipt and sufficiency of which is hereby acknowledged, ABC, Inc., a New York corporation ("Assignor") does hereby assign, transfer and convey unto Radio Disney Group, LLC, a Delaware limited liability company ("Assignee") and Assignor's wholly-owned subsidiary effective as of the Effective Date (as defined):

all licenses, permit and other authorizations which have been or will be issued to Assignor by the Federal Communications Commission (the "FCC") for the operation of the radio stations listed on Exhibit A attached hereto, including any renewals thereof or any pending applications therefore (the "FCC Licenses").

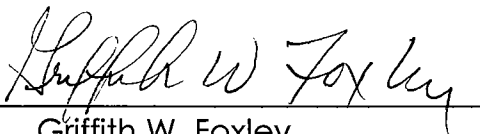
Assignee hereby agrees to assume and discharge all of Assignor's obligations and liabilities arising from the FCC Licenses from and after the Effective Date.

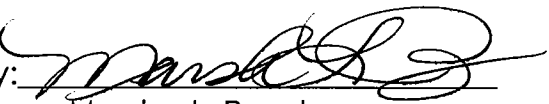
The foregoing assignment and assumption is subject to the FCC's consent and shall become effective on the date the FCC consents to the transfer of the FCC Licenses to Assignee (the "Effective Date"). Assignor and Assignee shall without further consideration, execute and deliver or cause to be executed and delivered such further instruments of conveyance, transfer and assumption as may be reasonably necessary to convey, transfer and assume the FCC Licenses.

IN WITNESS WHEREOF, the parties have caused this Assignment and Assumption to be executed as of July 28, 2003.

ABC, INC.

RADIO DISNEY GROUP, LLC

By:   
Griffith W. Foxley  
Senior Vice President-  
Corporate Legal Affairs

By:   
Marsha L. Reed  
Secretary

**Exhibit A**

<b>Station</b>	<b>Location</b>
WQUA (FM)	Mobile, Alabama
KDIS-FM	Little Rock, Arkansas
KMIK (AM)	Phoenix, Arizona
KIDD (AM)	Sacramento, California
KDDZ (AM)	Denver, Colorado
WDZK (AM)	Hartford, Connecticut
WBWL (AM)	Jacksonville, Florida
WMYM (AM)	Miami, Florida
WDYZ (AM)	Orlando, Florida
WWMI (AM)	St. Petersburg, Florida
WMNE (AM)	West Palm Beach, Florida
WRDZ-FM	Indianapolis, Indiana
KQAM (AM)	Wichita, Kansas
WDRD (AM)	Louisville, Kentucky
WBYU (AM)	New Orleans, Louisiana
WMKI (AM)	Boston, Massachusetts
WFDF (AM)	Flint, Michigan
KPHN (AM)	Kansas City, Missouri
WSDZ (AM)	St. Louis, Missouri
KALY (AM)	Albuquerque, New Mexico
WDDY (AM)	Albany, New York
WGFY (AM)	Charlotte, North Carolina
WWMK (AM)	Cleveland, Ohio
WFRO (AM)	Fremont, Ohio (Flint)
KMUS (AM)	Tulsa, Oklahoma
KDZR (AM)	Portland, Oregon
KKSL-AM	Portland, Oregon
WWJZ (AM)	Philadelphia, Pennsylvania
WDDZ (AM)	Providence, Rhode Island
KMIC (AM)	Houston, Texas
WHKT (AM)	Norfolk, Virginia
WPMH (AM)	Norfolk, Virginia
WDZY (AM)	Richmond, Virginia
KWDZ (AM)	Salt Lake City, Utah
WKSH (AM)	Milwaukee, Wisconsin